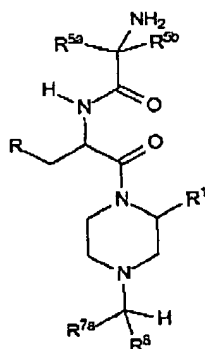


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CLAIMS AMENDMENTS

1-42 Cancelled

43. (Currently Amended) A compound according to Claim 39 having the formula:



wherein R is selected from the group consisting of phenyl, 3-fluorophenyl, 4-fluorophenyl, 3,5-difluorophenyl, and 4-chlorophenyl;

R¹ is selected from the group consisting of methyl, ethyl, propyl, *iso*-propyl, butyl, *iso*-butyl, *sec*-butyl, *tert*-butyl, cyclopropyl, cyclopropylmethyl, cyclopentyl, cyclopentylmethyl, cyclohexyl, cyclohexylmethyl, benzyl, allyl, 1-methylallyl, 2-methylallyl, but-2-enyl, and propargyl;

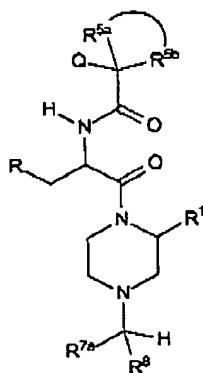
R⁷ᵃ is selected from the group consisting of

- i) hydrogen;
- ii) -CO₂H;
- iii) -CO₂CH₃;
- iv) -CONH₂;
- v) -CONHCH₃;
- vi) -CON(CH₃)₂;
- vii) -CONH(CH₂CH₂F);
- viii) -CONCH(CH₃)₂;
- ix) -CONH(C₃H₅);
- x) -CONHCH₂(C₃H₅);

R⁸ is selected from the group consisting of benzyl, (2-chlorophenyl)methyl, (3-chlorophenyl)methyl, (4-chlorophenyl)methyl, (3,4-dichlorophenyl)methyl, (2-fluorophenyl)-methyl, (3-fluorophenyl)methyl, (4-fluorophenyl)methyl, and naphthalen-2-ylmethyl.

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44. (Currently amendment) A compound according to Claim 39 having the formula:



wherein Q is selected from the group consisting of

- i) $-\text{CO}_2\text{H}$;
- i) $-\text{CO}_2\text{H}$;
- ii) $-\text{CO}_2\text{CH}_3$;
- iii) $-\text{CONH}_2$; and
- iv) $-\text{CONHCH}_3$;

R^1 is selected from the group consisting of methyl, ethyl, propyl, *iso*-propyl, butyl, *iso*-butyl, *sec*-butyl, *tert*-butyl, cyclopropyl, cyclopropylmethyl, cyclopentyl, cyclopentylmethyl, cyclohexyl, cyclohexylmethyl, benzyl, allyl, 1-methylallyl, 2-methylallyl, but-2-enyl, and propargyl;

R^{5a} and R^{5b} are taken together to form a ring having from 3 to 7 atoms;

R^{7a} is selected from the group consisting of

- i) hydrogen;
- ii) $-\text{CO}_2\text{H}$;
- iii) $-\text{CO}_2\text{CH}_3$;
- iv) $-\text{CONH}_2$;
- v) $-\text{CONHCH}_3$;
- vi) $-\text{CON}(\text{CH}_3)_2$;
- vii) $-\text{CONH}(\text{CH}_2\text{CH}_2\text{F})$;
- viii) $-\text{CONCH}(\text{CH}_3)_2$;
- ix) $-\text{CONH}(\text{C}_3\text{H}_5)$;
- x) $-\text{CONHCH}_2(\text{C}_3\text{H}_5)$;

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R⁸ is selected from the group consisting of benzyl, (2-chlorophenyl)methyl, (3-chlorophenyl)methyl, (4-chlorophenyl)methyl, (3,4-dichlorophenyl)methyl, (2-fluorophenyl)methyl, (3-fluorophenyl)methyl, (4-fluorophenyl)methyl, and naphthalen-2-ylmethyl.

45. Cancelled.

46. (Currently Amended) A compound according to Claim 39 selected from the group consisting of:

- 2-{4-[2-(2-amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-ethyl-piperazine-1-yl}-N-methyl-3-naphthalen-2-yl-propionamide;
- 2-{4-[2-(2-amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-ethyl-piperazin-1-yl}-3-naphthalen-2-yl-propionamide;
- 2-{4-[2-(2-Amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-ethyl-piperazin-1-yl}-3-(3,4-dichlorophenyl)-N-methyl-propionamide;
- 2-{4-[2-(2-amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-methyl-piperazin-1-yl}-3-(4-chlorophenyl)-N-methyl-propionamide;
- 2-{4-[2-(2-Amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-methyl-piperazin-1-yl}-3-(3,4-dichlorophenyl)-N-methyl-propionamide;
- 2-{4-[2-(2-Amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-propyl-piperazin-1-yl}-3-(3-chlorophenyl)-N-methyl-propionamide;
- 2-{4-[2-(2-Amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-propyl-piperazin-1-yl}-3-(4-chlorophenyl)-N-methyl-propionamide;
- 2-{4-[2-(2-Amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-propyl-piperazin-1-yl}-3-(2-chlorophenyl)-N-methyl-propionamide;
- 2-{4-[2-(2-Amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-propyl-piperazin-1-yl}-3-(2,4-dichlorophenyl)-N-methyl-propionamide;
- 2-{4-[2-(2-Amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-propyl-piperazin-1-yl}-4-(4-chlorophenyl)-N-methyl-butyramide;
- 2-{4-[2-(2-Amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-methyl-piperazin-1-yl}-3-(2-fluorophenyl)-N-methyl-propionamide;
- 2-{4-[2-(2-Amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-propyl-piperazin-1-yl}-3-(2-fluorophenyl)-N-methyl-propionamide;

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- 2-{4-[2-(2-Amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-propyl-piperazin-1-yl}-3-(3-fluorophenyl)-N-methyl-propionamide;
 2-{4-[2-(2-Amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-propyl-piperazin-1-yl}-3-(4-fluorophenyl)-N-methyl-propionamide;
 2-{4-[2-(2-Amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-propyl-piperazin-1-yl}-3-(3,4-difluorophenyl)-N-methyl-propionamide;
 2-{4-[2-(2-Amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-propyl-piperazin-1-yl}-3-(2,5-difluorophenyl)-N-methyl-propionamide;
 2-{4-[2-(2-Amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-cyclopropylmethyl-piperazin-1-yl}-N-isopropyl-3-naphthalen-2-yl-propionamide;
 2-{4-[2-(2-Amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-cyclopropylmethyl-piperazin-1-yl}-N-methyl-3-naphthalen-2-yl-propionamide;
 2-{4-[2-(2-Amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-propyl-piperazin-1-yl}-3-(3,4-dichlorophenyl)-N-(2-fluoroethyl)-propionamide;
 2-{4-[2-(2-Amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-propyl-piperazin-1-yl}-3-(3,4-dichlorophenyl)-N-isopropyl-propionamide;
 and
 2-{4-[2-(2-Amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-propyl-piperazin-1-yl}-3-(4-chlorophenyl)-N-(2-fluoroethyl)-propionamide.

47-49 Cancelled

50. (Currently amended) A compound according to Claim 1 selected from the group consisting of:
 2-{4-[2-Amino-3-(4-fluorophenyl)-propionyl]-3-methoxymethyl-piperazin-1-yl}-3-(2-chlorophenyl)-N-methyl-propionamide;
 2-{4-[2-Amino-3-(4-fluorophenyl)-propionyl]-3-methoxymethyl-piperazin-1-yl}-3-(3-chlorophenyl)-N-methyl-propionamide;

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- 2-{4-[2-Amino-3-(4-fluorophenyl)-propionyl]-3-methoxymethyl-piperazin-1-yl}-3-(4-chlorophenyl)-N-methyl-propionamide;
- 2-{4-[2-Amino-3-(4-fluorophenyl)-propionyl]-3-methoxymethyl-piperazin-1-yl}-3-(2,4-dichlorophenyl)-N-methyl-propionamide;
- 2-{4-[2-Amino-3-(4-fluorophenyl)-propionyl]-3-methoxymethyl-piperazin-1-yl}-3-N-methyl-3-naphthalen-2-yl-propionamide;
- 2-{4-[2-Amino-3-(4-chlorophenyl)-propionyl]-3-methoxymethyl-piperazin-1-yl}-3-(2-chlorophenyl)-N-methyl-propionamide;
- 2-{4-[2-Amino-3-(4-chlorophenyl)-propionyl]-3-methoxymethyl-piperazin-1-yl}-3-(3-chlorophenyl)-N-methyl-propionamide;
- 2-{4-[2-Amino-3-(4-chlorophenyl)-propionyl]-3-methoxymethyl-piperazin-1-yl}-3-(4-chlorophenyl)-N-methyl-propionamide;
- 2-{4-[2-Amino-3-(4-chlorophenyl)-propionyl]-3-methoxymethyl-piperazin-1-yl}-3-(2,4-dichlorophenyl)-N-methyl-propionamide;
- 2-{4-[2-Amino-3-(4-chlorophenyl)-propionyl]-3-methoxymethyl-piperazin-1-yl}-3-N-methyl-3-naphthalen-2-yl-propionamide;
- 2-{4-[2-Amino-3-(4-fluorophenyl)-propionyl]-3-methoxymethyl-piperazin-1-yl}-3-(2-fluorophenyl)-N-methyl-propionamide;
- 2-{4-[2-Amino-3-(4-fluorophenyl)-propionyl]-3-methoxymethyl-piperazin-1-yl}-3-(3-fluorophenyl)-N-methyl-propionamide;
- 2-{4-[2-Amino-3-(4-fluorophenyl)-propionyl]-3-methoxymethyl-piperazin-1-yl}-3-(2-fluorophenyl)-N-methyl-propionamide;

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2-{4-[2-Amino-3-(4-fluorophenyl)-propionyl]-3-methoxymethyl-piperazin-1-yl}-3-(2,4-difluorophenyl)-N-methyl-propionamide; and
 2-{4-[2-Amino-3-(4-fluorophenyl)-propionyl]-3-methoxymethyl-piperazin-1-yl}-3-N-methyl-3-naphthalen-2-yl-propionamide.

51. (Currently amended) A compound according to ~~Claim 1~~ selected from the group consisting of:

Pyrrolidine-2-carboxylic acid {1-(4-fluoro-benzyl)-2-[2-methoxymethyl-4-(1-methyl carbamoyl-2-naphthalen-2-yl-ethyl)-piperazin-1-yl]-2-oxo-ethyl}-amide;
 1-Amino-cyclopropanecarboxylic acid [2-{4-[2-(3,4-dichlorophenyl)-1-methylcarbamoyl-ethyl]-2-methoxymethyl-piperazine-1-yl}-1-(4-fluorobenzyl)-2-oxo-ethyl]-amide;
 Pyrrolidine-2-carboxylic acid[2-{4-[2-(3,4-dichlorophenyl)-1-methylcarbamoyl-ethyl]-2-methoxymethyl-piperazin-1-yl}-1-(4-fluorobenzyl)-2-oxo-ethyl]amide;
 2-{4-[2-(2-Amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-methoxy-methylpiperazin-1-yl}-N-methyl-3-naphthalen-2yl-propionamide;
 {1-(4-Fluorobenzyl)-2-[2-methoxymethyl-4-(1-methylcarbamoyl-2-naphthalen-2-yl-ethyl)-piperazin-1-yl]-2-oxo-ethyl}-carbamic acid methyl ester;
 2-{4-[3-(4-Fluorophenyl)-2-(2-hydroxy-2-methyl-propionylamino)-propionyl]-3-methoxy methyl-piperazin-1-yl}-N-methyl-3-naphthalen-2-yl-propionamide;
~~{1-(4-Fluorobenzyl)-2-[2-methoxymethyl-4-(1-methylcarbamoyl-2-naphthalen-2-yl-ethyl)-piperazin-1-yl]-2-oxo-ethyl}-carbamic acid ethyl ester;~~
{1-(4-Fluorobenzyl)-2-[2-methoxymethyl-4-(1-methylcarbamoyl-2-naphthalen-2-yl-ethyl)-piperazin-1-yl]-2-oxo-ethyl}-carbamic acid ethyl ester;
 2-{4-[2-(2-Amino-2-methyl-propionylamino)-3-(4-fluorophenyl)-propionyl]-3-methoxymethyl-piperazin-1-yl}-3-(4-chlorophenyl)-N-methyl-propionamide;
 Pyrrolidine-2-carboxylic acid [2-{4-[2-(4-chlorophenyl)-1-methylcarbamoyl-ethyl]-2-methoxymethyl-piperazin-1-yl}-1-(4-fluoro-benzyl)-2-oxo-ethyl]-amide;
 1-Amino-cyclopropanecarboxylic acid [2-{4-[2-(4-chlorophenyl)-1-methyl-carbamoyl-ethyl]-2-methoxymethyl-piperazin-1-yl}-1-(4-fluoro-benzyl)-2-oxo-ethyl]-amide;

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1-Methylamino-cyclopropanecarboxylic acid [2-{4-[2-(4-chlorophenyl)-1-methyl-carbamoyl-ethyl]-2-methoxymethyl-piperazin-1-yl}-1-(4-fluoro-benzyl)-2-oxo-ethyl]-amide;
3-(4-Chlorophenyl)-2-{4-[3-(4-fluorophenyl)-2-methylamino-propionyl]-3-methoxymethyl-piperazin-1-yl}-N-methyl-propionamide;
3-(4-Chlorophenyl)-N-(2-fluoro-ethyl)-2-{4-[3-(4-fluorophenyl)-2-methylamino-propionyl]-3-methoxymethyl-piperazin-1-yl}-propionamide; and
3-(4-Chlorophenyl)-2-{4-[3-(4-fluorophenyl)-2-methylamino-propionyl]-3-methoxymethyl-piperazin-1-yl}-N-(2,2,2-trifluoroethyl)-propionamide.

52-58 Cancelled.